

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

USCOC of Illinois RSA #1, LLC	:	
and USCOC of Illinois RSA #1, Inc.	:	
	:	
USCOC of Illinois RSA #1, LLC's	:	
Application for a Certificate of Service	:	
Authority to provide mobile radio Service	:	04-0323
within its licensed service territory in	:	
Illinois; USCOC of Illinois RSA #1, Inc.'s	:	
Application pursuant to Section 13-406 of	:	
the Public Utilities Act to cancel Certificate	:	
of Service Authority to provide commercial	:	
mobile radio services within Illinois.	:	

ORDER

By the Commission:

On April 8, 2004, USCOC of Illinois RSA #1, LLC ("USCOC, LLC"), and USCOC of Illinois RSA #1, Inc. ("USCOC, Inc."), (collectively, "Joint Applicants") filed a verified Application with the Illinois Commerce Commission (the "Commission") pursuant to Sections 13-401 and 13-406 of the Public Utilities Act (the "Act") seeking a Certificate of Service Authority for USCOC, LLC, to provide commercial mobile radio services within its licensed territory in Illinois and asking the Commission to cancel the Certificate of Service Authority previously granted to USCOC, Inc., in Docket 94-0307.

The Application included the information required by statute and by the rules and regulations of the Commission. Therefore, the Administrative Law Judge waived hearings in this matter.

USCOC, LLC, is an Illinois limited liability company with its principal place of business at 8410 West Bryn Mawr, Chicago, Illinois 60631. USCOC, LLC, is the successor in interest to USCOC, Inc.

In Docket 94-0307, by order issued October 5, 1994, the Commission issued to USCOC, Inc., a certificate of service authority to provide domestic public cellular radio telecommunications service within Illinois #1 rural service area, comprised of Jo Davies, Stephenson, Carroll, Ogle, DeKalb, Whiteside and Lee counties. Pursuant to this certificate, USCOC, Inc., has provided competitive telecommunications services in Illinois.

On May 1, 2003, USCOC, Inc., and USCOC of Illinois RSA #1 (Merger), LLC, pursuant to the Virginia Stock Corporation Act, as amended, and the Illinois Limited Liability Company Act, as amended, implemented a merger of USCOC, Inc. with and into USCOC of Illinois RSA #1 (Merger), LLC, with USCOC of Illinois RSA #1 (Merger), LLC, as the surviving entity. A copy of the Articles of Merger for the merger of USCOC, Inc., 1, with and into USCOC of Illinois RSA #1 (Merger), LLC, was attached to the Application. The purpose of the merger was to transform USCOC, Inc., from a Virginia corporation to an Illinois limited liability company. By operation of law, pursuant to the Virginia Stock Corporation Act, as amended, and the Illinois Limited Liability Company Act, as amended, USCOC of Illinois RSA #1 (Merger), LLC, assumed and succeeded to all the rights, duties and obligations of USCOC, Inc.

On May 1, 2003, concurrently with the transaction referenced above and in accordance with the Agreement and Plan of Merger ("Agreement") between USCOC of Illinois RSA #1 (Merger), LLC, and USCOC, Inc., USCOC of Illinois RSA #1 (Merger), LLC, changed its name to USCOC of Illinois RSA #1, LLC, (as noted above, USCOC, LLC). A copy of the Agreement was included with the Articles of Merger attached to the Application. The registered Illinois agent of USCOC, LLC, is Illinois Corporation Service Company, 700 South Second Street, Springfield, Illinois 62704. A copy of the Articles of Organization for USCOC, LLC, was attached to the Application.

Pursuant to Section 13-401 of the Act, the Commission is required to approve Applications such as this for a Certificate of Service Authority without a hearing upon a showing by the applicant that the FCC has issued to it a construction permit or an operating license to construct or operate a commercial mobile radio system in the area as defined by the FCC for which the carrier seeks a Certificate of Service Authority. On July 4, 2003, the FCC granted USCOC, LLC's Application for Assignments of Authorization and Transfers of Control of the wireless license held by USCOC, Inc.

In Docket 94-0307, the Commission entered a finding that USCOC, Inc., was not subject to active regulatory oversight pursuant to Section 13-203 of the Act. In a subsequent rulemaking adopting the provisions found in 83 Ill. Adm. Code 760.10, the Commission has determined that providers of commercial mobile radio service would be excluded from the applicable tariff provisions in Sections 13-501, 13-502, 13-503, 13-504, 13-505 and 13-509 of the Act. In addition, the Commission determined that it would not apply the Uniform System of Accounts, 83 Ill. Adm. Code Part 710, and the requirements of the Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois, 83 Ill. Adm. Code Part 735 to providers of commercial mobile radio service. Joint Applicants aver that the circumstances and conditions supporting the Commission's findings in Docket 94-0307 and subsequent rulemaking applicable to commercial mobile radio service providers remain equally valid for USCOC, LLC.

Pursuant to Section 13-406 of the Act, USCOC, Inc., notified all affected customers of its intent to discontinue offering commercial mobile radio service under the

name of USCOC, Inc., and, instead, offer commercial mobile radio service under the name of USCOC, LLC. A copy of the letter sent to such customers was attached to the Application.

Commission Analysis and Conclusion

Based on the foregoing, the Commission concludes that USCOC, LLC, should be granted the requested certificate under Section 13-401 of the Act, as well as the requested waivers. The certificate issued to USCOC, Inc., in Docket 94-0307 should be canceled.

The Commission, having considered the entire record herein and being fully advised in the premises, is of the opinion and finds that:

- (1) USCOC of Illinois RSA #1, LLC, is an Illinois limited liability company authorized to conduct business in Illinois seeking a certificate to provide, pursuant to Section 13-401 of the Act, commercial mobile radio service within its licensed territory in Illinois;
- (2) USCOC of Illinois RSA #1, Inc., a Virginia corporation, was granted a certificate in Docket 94-0307 to provide domestic public cellular radio telecommunications service within its rural service area, comprised of Jo Davies, Stephenson, Carroll, Ogle, DeKalb, Whiteside and Lee counties;
- (3) the Commission has jurisdiction over USCOC of Illinois RSA #1, LLC, USCOC of Illinois RSA #1, Inc., and the subject matter of this proceeding;
- (4) the recitals of fact and conclusions reached in the prefatory portion of this Order are supported by the evidence record and are hereby adopted as findings of fact and conclusions of law;
- (5) USCOC of Illinois RSA #1, LLC, possesses sufficient technical, financial and managerial resources and abilities to operate as a telecommunications carrier in Illinois;
- (6) USCOC of Illinois RSA #1, LLC, has been granted the necessary registration by the FCC to provide commercial mobile radio service in Illinois;
- (7) USCOC of Illinois RSA #1, LLC, should be excluded from active regulatory oversight pursuant to Section 13-203(c) of the Act;
- (8) USCOC of Illinois RSA #1, LLC, should be granted a waiver from 83 Ill. Adm. Code 710, concerning the Uniform System of Accounts;
- (9) USCOC of Illinois RSA #1, LLC, should be granted a waiver from 83 Ill. Adm. Code 735, concerning the requirements of the procedures Governing the Establishment of Credit, Billing, Deposits, Termination of

Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois;

- (10) the certificate granted to USCOC of Illinois RSA #1, Inc., in Docket 94-0307 should be canceled; and
- (11) it is in the public interest that the Commission grant a Certificate of Service Authority to USCOC of Illinois RSA #1, LLC, in this matter.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that USCOC of Illinois RSA #1, LLC, be, and is hereby granted, a Certificate of Service Authority pursuant to Section 13-401 of the Act to provide commercial mobile service within Illinois #1 rural service area, comprised of Jo Davies, Stephenson, Carroll, Ogle, DeKalb, Whiteside and Lee counties.

IT IS FURTHER ORDERED that the Certificate of Service Authority hereinabove granted shall be the following:

CERTIFICATE OF SERVICE AUTHORITY

IT IS HEREBY CERTIFIED that USCOC of Illinois RSA #1, LLC, is authorized pursuant to Section 13-401 of the Public Utilities Act to provide commercial mobile radio service within Illinois #1 rural service area, comprised of Jo Davies, Stephenson, Carroll, Ogle, DeKalb, Whiteside and Lee counties.

IT IS FURTHER ORDERED that USCOC of Illinois RSA #1, LLC, is excluded from active regulatory oversight pursuant to Section 13-203(c) of the Act as set forth in Finding 7 above.

IT IS FURTHER ORDERED that USCOC of Illinois RSA #1, LLC, is granted a waiver from 83 Ill. Adm. Code 710, concerning the Uniform System of Accounts as set forth in Finding 8 above.

IT IS FURTHER ORDERED that USCOC of Illinois RSA #1, LLC, is granted a waiver from 83 Ill. Adm. Code 735, concerning the requirements of the procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois as set forth in Finding 9 above.

IT IS FURTHER ORDERED that USCOC of Illinois RSA #1, Inc.'s, Certificate to provide commercial mobile service, issued in Docket 94-0307, is canceled.

IT IS FURTHER ORDERED that, subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

By Order of the Commission this 26th day of May, 2004.

(SIGNED) EDWARD C. HURLEY

Chairman